## EXHIBIT A

### PROPOSED ORDER

### UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

		)	
In re:		)	Chapter 11
BRISTOW GROUP INC.,	et al.,¹	)	Case No. 19-32713 (DRJ)
	Debtors.	) )	Jointly Administered

# ORDER AUTHORIZING THE DEBTORS TO RETAIN AND EMPLOY WACHTELL, LIPTON, ROSEN & KATZ AS CO-COUNSEL, NUNC PRO TUNC AS OF THE PETITION DATE

This Court has considered the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Wachtell, Lipton, Rosen & Katz ("Wachtell Lipton") as Co-Counsel for the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date (the "Application"),<sup>2</sup> the First Day Declaration, the Wolf Declaration, and the Allman Declaration, and the statements of counsel and the evidence adduced with respect to the Application at any hearing before this Court (the "Hearing"). This Court has found that (i) this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (iv) notice of the Application and any Hearing was sufficient under the circumstances and (v) Wachtell Lipton does not hold or represent any interest materially adverse to the Debtors' estates and is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code. After due

The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Bristow Group Inc. (9819), BHNA Holdings Inc. (8862), Bristow Alaska Inc. (8121), Bristow Helicopters Inc. (8733), Bristow U.S. Leasing LLC (2451), Bristow U.S. LLC (2904), BriLog Leasing Ltd., and Bristow Equipment Leasing Ltd. The corporate headquarters and the mailing address for the Debtors listed above is 2103 City West Blvd., 4th Floor, Houston, Texas 77042.

<sup>&</sup>lt;sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

deliberation, this Court has determined that the relief requested in the Application is in the best interests of the Debtors, their estates and their creditors.

### IT IS HEREBY ORDERED THAT:

- 1. The Application is GRANTED as set forth herein.
- 2. The Debtors are authorized to retain and employ Wachtell Lipton as co-counsel in these Cases, in accordance with section 327(a) of the Bankruptcy Code, Rule 2014(a) of the Bankruptcy Rules and Local Rule 2016-1 on the terms and conditions set forth in the Application, *nunc pro tunc* as of the Petition Date.
- 3. Wachtell Lipton is authorized to render the professional services set forth in the Application and the Wolf Declaration.
- 4. Wachtell Lipton shall be compensated for its services and reimbursed for any related expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any other applicable orders or procedures of this Court.
- 5. Wachtell Lipton shall use its reasonable efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these Cases.
- 6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.
- 7. Notwithstanding the potential applicability of Rule 6004(h) of the Bankruptcy Rules, this Order shall be immediately effective and enforceable upon its entry.
- 8. To the extent that this Order is inconsistent with the terms of any engagement letter, the terms of this Order shall govern.
  - 9. This Court shall retain jurisdiction to hear and determine all matters arising from

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or related to this Order.		
Dated	, 2019	
		David R. Jones CHIEF UNITED STATES BANKRUPTCY JUDGE